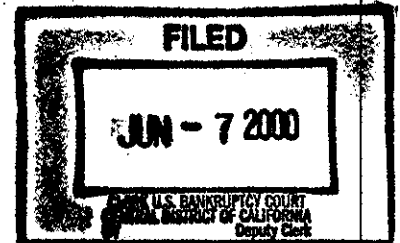
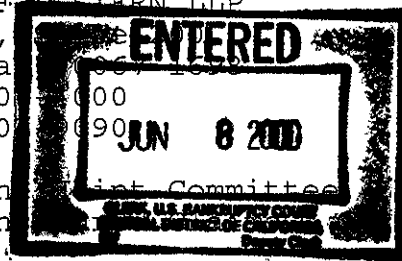


**ORIGINAL**

DAVID M. STERN (State Bar No. 67697),  
 MICHAEL L. TUCHIN (State Bar No. 150375) and  
 JOSHUA R. ELLINGWOOD (State Bar No. 187117), Members of  
 KLEE, TUCHIN, BOGDANOFF & STERN LLP  
 1880 Century Park East,  
 Los Angeles, California 90067-1599  
 Telephone: (310) 400-0000  
 Facsimile: (310) 400-0900

Proposed Counsel for the Joint Committee  
 of Creditors Holding Unsecured Claims



## UNITED STATES BANKRUPTCY COURT

## CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA DIVISION

In re ) Case No. SA 00-12370 LR  
 )  
 FIRST ALLIANCE MORTGAGE COMPANY, ) Chapter 11  
 a California corporation, et al., )  
 ) (Jointly Administered with  
 Related Debtors. ) Case No. SA 00-12371 LR;  
 ) Case No. SA 00-12372 LR; and  
 ) Case No. SA 00-12373 LR)  
☒ Affects All Related Debtors )  
 )  
 FIRST ALLIANCE MORTGAGE COMPANY, )  
 a California corporation ) ORDER RE APPLICATION OF THE  
 Case No. SA 00-12370 LR ) JOINT COMMITTEE OF CREDITORS  
☐ Affected by this Pleading ) HOLDING UNSECURED CLAIMS TO  
 ) EMPLOY PRICEWATERHOUSECOOPERS  
 ) LLP AS FINANCIAL ADVISORS  
 FIRST ALLIANCE CORPORATION, )  
 a Delaware corporation )  
 Case No. SA 00-12371 LR )  
☐ Affected by this Pleading )  
 )  
 FIRST ALLIANCE MORTGAGE COMPANY, )  
 a Minnesota corporation )  
 Case No. SA 00-12372 LR )  
☐ Affected by this Pleading )  
 )  
 FIRST ALLIANCE PORTFOLIO )  
 SERVICES, INC., )  
 a Nevada corporation )  
 Case No. SA 00-12373 LR )  
☐ Affected by this Pleading )  
 )

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 UNITED STATES TRUSTEE  
 SANTA ANA, CA

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1           This Court has read and considered the "Application of  
2 the Joint Committee of Creditors Holding Unsecured Claims to  
3 Employ PricewaterhouseCoopers LLP as Financial Advisors" (the  
4 "Application") that was filed by the Joint Committee of  
5 Creditors Holding Unsecured Claims (the "Joint Committee")  
6 appointed in the above-captioned, jointly administered chapter  
7 11 cases of First Alliance Mortgage Company and related entities  
8 (collectively, the "Debtors"). By the Application, the Joint  
9 Committee sought authority to employ M. Freddie Reiss, Ronald F.  
10 Greenspan, Stephen C. Bourcier, and other members and associates  
11 of PricewaterhouseCoopers LLP ("PwC") as financial advisors  
12 under Bankruptcy Code sections 328 and 1103(a) and Rule 2014 of  
13 the Federal Rules of Bankruptcy Procedure. No objections to the  
14 Application have been raised.

15           After considering the Application, all other pleadings  
16 and declarations filed in support thereof, and the record in  
17 these cases, the Court finds that: (1) PwC is disinterested and  
18 does not hold or represent an interest adverse to any of the  
19 estates in the matters upon which it is to be engaged;  
20 (2) employment of PwC for the purposes set forth in the Appli-  
21 cation is in the best interests of the estates; (3) notice of  
22 the Application was adequate and appropriate under the  
23 particular circumstances and no other notice need be given; and  
24 (4) other good and sufficient cause exists for granting the  
25 relief requested in the Application.

26           **THEREFORE, IT IS HEREBY ORDERED THAT:**

27           1. The Application is granted in its entirety.

28       ///

2. The Joint Committee is authorized to employ PwC as its financial advisors for the purposes and on the terms set forth in the Application, with compensation that is at the expense of the estates in accordance with the compensation procedures set forth in the Application.

3. The proposed fee arrangement set forth in paragraphs 11-13 of the Application is hereby approved.

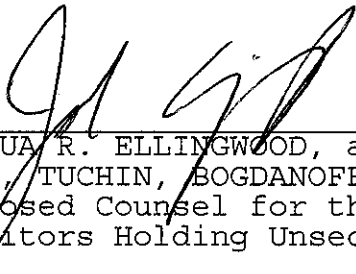
4. PwC's employment shall be effective as of April 27, 2000.

June 7, 2000



THE HONORABLE LYNNE RIDDLE  
UNITED STATE BANKRUPTCY JUDGE

Presented by:



JOSHUA R. ELLINGWOOD, a Member of  
KLEE, TUCHIN, BOGDANOFF & STERN LLP  
Proposed Counsel for the Joint Committee of  
Creditors Holding Unsecured Claims

DECLARATION OF SERVICE

I am over eighteen years of age, and I am not a party to this action. I am employed by Klee, Tuchin, Bogdanoff & Stern LLP, and my business address is: 1880 Century Park East, Suite 200, Los Angeles, California 90067-1698. Klee, Tuchin, Bogdanoff & Stern LLP employs a member of the bar of the State of California at whose direction this service was made.

On June 1, 2000 I served the following pleading:

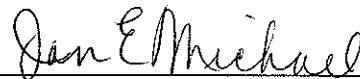
**ORDER RE APPLICATION OF THE JOINT COMMITTEE OF CREDITORS HOLDING UNSECURED CLAIMS TO EMPLOY PRICEWATERHOUSECOOPERS LLP AS FINANCIAL ADVISORS; DECLARATION OF M. FREDDIE REISS IN SUPPORT THEREOF**

on the interested parties in this action by placing true and correct copies of the pleading with the United States Postal Service, enclosed in sealed envelopes, with postage fully paid, addressed as indicated on the attached list.

William N. Lobel, Esq.  
Irell & Manella  
840 Newport Center Dr  
Suite 400  
Newport Beach, CA 92660-6324

I declare under penalty of perjury that the foregoing is true and correct.

EXECUTED on June 1, 2000 at Los Angeles, California.

  
Jan E. Michael, Declarant

**NOTE TO USERS OF THIS FORM**

*Physically attach this form as the last page of the proposed Order or Judgment.  
Do **not** file this form as a separate document.*

In re: FIRST ALLIANCE MORTGAGE COMPANY, a California corporation, et al.  Debtor.	CASE NUMBER: SA 00-12370 LR  (Jointly Administered under Case No. SA 00-12371 LR; Case No. SA 00-12372 LR; Case No. SA 00-12373 LR  CHAPTER 11
--	---

**NOTICE OF ENTRY OF JUDGMENT OR ORDER  
AND CERTIFICATE OF MAILING**

TO:

William N. Lobel, Esq., Irell & Manella LLP, 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660-6324

Stephen C. Bourcier, PricewaterhouseCoopers LLP, 400 S. Hope Street, Los Angeles, CA 90071-2889

Office of the U.S. Trustee, 411 West 4th Street, Suite 9041, Santa Ana, CA 92701

Joshua R. Ellingwood, Esq., Klee, Tuchin, Bogdanoff & Stern LLP, 1880 Century Park East, Suite 200, Los Angeles, CA 90067

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(1)(a)(v), that a judgment or order entitled (specify): **ORDER RE APPLICATION OF THE JOINT COMMITTEE OF CREDITORS HOLDING UNSECURED CLAIMS TO EMPLOY PRICEWATERHOUSECOOPERS LLP AS FINANCIAL ADVISORS**

was entered on (specify date): **JUN - 8 2000**

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the above list on (specify date): **JUN - 8 2000**

Dated:

**JUN - 8 2000**

**JON D. CERETTO**  
Clerk of the Bankruptcy Court

By:

  
Deputy Clerk

Rev. 6/95 This form is optional. It has been approved for use by the United States Bankruptcy Court for the Central District of California.